

# Southern Pacific Transportation Company

3-040A031

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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February 1, 1993

RECORDATION NO. 9254 FILED 1425

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(415) 541-1757 FEB 9 1993 10:15 AM

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INTERSTATE COMMERCE COMMISSION

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VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28666 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 71

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of a Declaration of Full Payment, dated as of February 1, 1993, to Equipment Trust Agreement dated as of February 1, 1978, creating Southern Pacific Transportation Company Equipment Trust, Series 71. The enclosed document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 1, 1978, recorded on February 27, 1978, at 2:50 PM, assigned Recordation No. 9254;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 9254-A;

Mr. Sidney L. Strickland, Jr.  
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Second Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 9254-B;

Third Supplement to Equipment Trust dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 9254-C;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, 11:50 AM, assigned Recordation No. 9254-D;

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9254-E;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9254-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 9254-G;

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 9254-H;

Sixth Supplement to Equipment Trust Agreement dated as of December 2, 1991, recorded on December 26, 1991, at 10:55 AM, assigned Recordation No. 9254-I;

Assignment and Transfer of Certain Road Equipment dated as of December 2, 1991, recorded on December 26, 1991, at 10:55 AM, assigned Recordation No. 9254-J;

Seventh Supplement to Equipment Trust Agreement dated as of March 1, 1992, recorded on April 7, 1992, at 1:05 PM, assigned Recordation No. 9254-K; and

Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, recorded on April 7, 1992, at 1:05 PM, assigned Recordation No. 9254-L.

In connection with the recording of the Declaration of Full Payment, dated as of February 1, 1993, to the Equipment Trust Agreement dated as of February 1, 1978, the following information is set forth:

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Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First  
Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

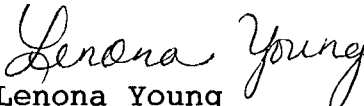
Also enclosed is a check in the amount of \$16 to cover the required recordation fees.

When the recording of the Declaration has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment dated as of February 1, 1993, executed by CoreStates Bank, N.A., as Trustee, covering locomotives and railcars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

RECORDATION NO 9254-71 FILED 1425

FEB 9 1993 10:15 AM

INTERSTATE COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 71

EQUIPMENT TRUST AGREEMENT

Dated as of February 1, 1978

DECLARATION OF FULL PAYMENT

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**SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES 71**

Equipment Trust Agreement Dated as of February 1, 1978

**DECLARATION OF FULL PAYMENT**

CoreStates Bank, N.A. (formerly known as First Pennsylvania Bank, N.A., herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of February 1, 1978, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 71," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series 71, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 5th day of February, 1993.

CORESTATES BANK, N.A., Trustee

By C. Wind  
Corporate Trust Officer

ATTEST:

A. Buchanan  
Assistant Secretary.

ASSISTANT VICE PRESIDENT,

COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY AND COUNTY OF PHILADELPHIA )

On this 5th day of February, 1993, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

*Ronald E. Smoyer*  
Notary Public

